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Attorneys for Defendants:
Martin Lettunich, Stefan Matan

IN THE UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

XS Holding B.V., derivatively on behalf of Xslent
Technologies, LLC and XET Holding Co., LLC,
and separately on its own behalf

Plaintiff,

v.

COOL EARTH SOLAR, INC., a Delaware
corporation; ROB LAMKIN, an individual;
LAWRENCE ASUNCION, an individual;
SOLAR COMPONENTS LLC, a Delaware
limited liability company; NATHAN
SCHULHOF, an individual; M. JAMES
BULLEN, an individual; MARTIN N.
LETTUNICH, an individual; STEFAN MATAN,
an individual; and XSLENT, LLC, a Nevada
limited liability company and ATIRA
TECHNOLOGIES, LLC, a Nevada limited
liability company;

Defendants.

Case No. C08 02282 (RMW)

**NOTICE OF MOTION AND
MOTION TO DISMISS THIS
ACTION FOR LACK OF
DIVERSITY JURISDICTION AND
FAILURE TO NAME
INDISPENSABLE PARTIES
[Fed.R.Civ.P. rule 12(b)(1),(7).]**

Date: July 25, 2008
Time: 9:00 a.m.
The Hon. Ronald M. Whyte

NOTICE IS HEREBY GIVEN:

On July 25, 2008, at 9:00 a.m. before the Hon. Ronald M. Whyte, Defendants Martin Lettunich and Stefan Matan will move this Court for an Order dismissing this action pursuant to Federal Rules of Civil Procedure, rule 12(b)(1) for lack of jurisdiction and pursuant to Federal Rules of Civil Procedure, rule 12(b)(7) and rule 19 for failing to name indispensable parties.

This motion is based upon this notice of motion, the accompanying memorandum of points and authorities, declaration of Jacqueline deSouza, declaration of Martin Lettunich, and request for judicial notice, filed concurrently; upon such additional documents as may be filed on

1 this motion and in this action; and upon such oral evidence and argument as may be introduced at
2 the hearing on this motion.

3
4 Dated: May 22, 2008

DESOUZA LAW OFFICES, PC

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6 By: _____
7 Jacqueline deSouza
8 Attorneys for Defendants Martin Lettunich
9 and Stefan Matan
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EXHIBIT A

Jacqueline DeSouza

From: Riehle, Paul [paul.riehle@sdma.com]

Sent: Friday, April 11, 2008 8:11 AM

To: Riehle, Paul; bwalsh@scscourt.org; lroberts@rehonroberts.com; keb@svlg.com; CA@svlg.com; Frank.Ubhaus@berliner.com; Jacqueline DeSouza; amt@svlg.com; dla@svlg.com; lmcpharlin@mstpartners.com; nalejandro@mstpartners.com; Shang, Jia-Ming

Subject: Notice of Withdrawal

To the Court and All Counsel:

Please take notice that Defendants and Cross-Complainant hereby withdraw their TRO application re the proposed Schuloff/Bullen license. This withdrawal is made without prejudice to any and all objections to the proposed license and is made without waiving any rights.

This withdrawal will be confirmed by a pleading filed with the Court.

Very truly yours,

Paul Riehle
Counsel for Cross-Complainants

Sent from my BlackBerry Wireless Handheld

Jacqueline DeSouza

From: BWalsh@scscourt.org
Sent: Friday, April 11, 2008 8:51 AM
To: Riehle, Paul
Cc: amt@svlg.com; CA@svlg.com; dla@svlg.com; Frank.Ubhaus@berliner.com; Jacqueline DeSouza; Shang, Jia-Ming; keb@svlg.com; lmcpharlin@mstpartners.com; lroberts@rehonroberts.com; nalejandro@mstpartners.com; Riehle, Paul
Subject: Re: Notice of Withdrawal

Thank you for the information, Mr. Riehle.

Judge Walsh

5/21/2008

EXHIBIT B

SUPERIOR COURT OF CALIFORNIA

COUNTY OF SANTA CLARA

BEFORE THE HONORABLE BRIAN C. WALSH, JUDGE

DEPARTMENT NUMBER 9

---oOo---

XET HOLDINGS,)
)
Plaintiff,)
) No. 1-07-CV-092388
vs.)
)
XS HOLDING,)
) Pages 1 - 158
Defendant.)
)
AND RELATED CROSS-ACTIONS)
)

Reporter's Transcript of Proceedings

Wednesday, April 30, 2008

APPEARANCES OF COUNSEL:

For XET, Xslent Technologies, LLC, Xslent, LLC:
Silicon Valley Law Group
25 Metro Drive, Suite 600
San Jose, California 95110
BY: Kathryn Barrett, Attorney at Law
Chris Ashworth, Attorney at Law

For Brian Caffyn, XS Holding, BV:
Sedgwick, Detert, Moran & Arnold
One Market Plaza, 8th Floor
San Francisco, California 94105
BY: Paul Riehle, Attorney at Law

For Martin Lettunich, Stefan Matan, and KORE
Technologies:
DeSouza Law Offices
2397 Shattuck Avenue, Suite 202
Berkeley, California 94704
BY: Jacqueline deSouza, Attorney at Law

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BY: Frank R. Ubhaus, Attorney at Law

Official Reporter: Aura N. Clendenen, RPR, CSR 10080

I N D E X

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1 E-mail, I'm not going to make rulings by
2 e-mail, and if you have objections to documents being
3 filed, you should make them in the normal course, not by
4 e-mail.

5 Though we have this sort of unusual
6 relationship, given that I have this case for single
7 assignment and I think certain short cause are valuable
8 to all, we still must remember that ex-parte
9 communications to the Court are improper.

10 That is to say, that absent the concurrence of
11 all counsel, nothing should be submitted to me on the
12 substance of any dispute.

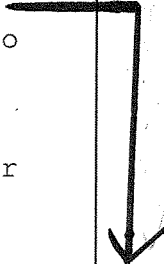
13 To the extent you want to communicate with me
14 about scheduling, that's permissible. That's an
15 exception to the ex-parte rule. And I think I've said
16 among scheduling can be a heads-up, you know, "I
17 understand people want to come down tomorrow at 8:30 on
18 this issue." I don't think that's improper.

19 Editorializing on the issue would be.

20 Now, it may come to pass as with the recent
21 e-mail exchange that there is some confusion over what
22 we're hearing. But, again, I think you ought to share
23 that confusion with each other and try to straighten it
24 out, and only if there's agreement, send it to me.

25 So which brings me to today's to-do list as to
26 the substance.

27 If I understand correctly, the application for
28 OSC re license agreement has been withdrawn. I think



1 before us today is, among other things, the order to
2 shorten cause why a preliminary injunction should not
3 issue to enjoin XET Holding and Martin Lettunich from
4 entering into the agreement of terms of option agreement
5 and a convertible promissory note and guarantee.

6 But I'm not sure if that's still before us or
7 it's been modified slightly.

8 And then also before us is an OSC re XS and
9 Caffyn's application for a preliminary injunction which
10 had been scheduled for hearing April 2nd which
11 Mr. Ashworth has characterized as the redo. I'm not in
12 any way accepting that characterization, but if I can
13 borrow it, it keeps me clearer on what we're doing.

14 And in support of that, Mr. Riehle has
15 submitted his response to the financial reconciliation
16 and a request for pretrial accounting.

17 Do I have that right?

18 MR. RIEHLE: I believe that's correct, Your
19 Honor.

20 THE COURT: Okay. So we're still here on the
21 option agreement on the promissory note.

22 MR. RIEHLE: I think the Court's order denying
23 it, the TRO, mooted, you know, the application that
24 prevented them from signing. So I think that is mooted,
25 Your Honor.

26 THE COURT: Okay. All right. So then we're
27 here entirely on what Mr. Ashworth has called the redo.

28 MR. RIEHLE: Not accepting his

1 characterization, Your Honor, but Mr. Ashworth does
2 sometimes have a way with words.

3 THE COURT: Again, help me here. Going back
4 through my piles, I think this originated early this
5 year in a ex-parte application to modify the January 2,
6 2008, order set for February 14th and then continued
7 several times. Is that still the operating document?

8 MR. RIEHLE: I believe it is, Your Honor.

9 THE COURT: All right.

10 MR. RIEHLE: With the overlay of the financial
11 reconciliation.

12 THE COURT: Right. Okay.

13 All right. So we're all on that. We all
14 understand why Mr. Riehle has asked to us be here this
15 morning.

16 Okay. Mr. Ashworth?

17 MR. ASHWORTH: Yes. As a sort of a -- what do
18 you call that? -- laundry list -- or housekeeping
19 manner, is there any crossover -- is there any
20 cross-relevance between what appears to be an accounting
21 problem, which can be tried in October, with the
22 discrete relief, essentially, redo, if you like,
23 restoring XS Caffyn to its 4.12 rights, restoring Caffyn
24 to its double votes, and the couple of other things that
25 necessarily implicate that relief.

26 Is there a crossover? Can we separate those,
27 or are you going to pre-try the accounting issues?

28 THE COURT: I am here to hear whatever

SUPERIOR COURT OF CALIFORNIA

COUNTY OF SANTA CLARA

---oOo---

XET HOLDINGS,)	
)	
Plaintiff,)	
)	No. 1-07-CV-092388
vs.)	
)	
XS HOLDING,)	
)	
Defendant.)	
<hr/>		
AND RELATED CROSS-ACTIONS.)	
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I, Aura N. Clendenen, Official Reporter for the
Superior Court of California, County of Santa Clara, do
hereby certify:

That I was present at the time of the above
proceedings; that I took down in machine shorthand notes
all proceedings had and testimony given and thereafter
transcribed with the aid of a computer; that the above
and foregoing is a true, correct, and complete
transcription of said shorthand notes and a true,
correct and complete transcript of all proceedings had
and testimony taken, to the best of my ability; that I
am not an interested party to the action.

Dated: May 4, 2008

Aura N. Clendenen, RPR, CSR No. 10080